



**Code of Conduct and Ethics for Directors and
Members of Senior Management
of
Kaarya Facilities And Services Limited**

Kaarya Facilities And Services Limited
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1. PREFACE

This Code of Conduct shall apply to the Directors and members of the senior management of Kaarya Facilities And Services Limited.

For this code, members of the senior management (hereinafter referred to as 'senior managers') shall mean functional heads/department heads/business heads, general manager and above.

Directors and senior managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. Directors and senior managers shall be governed by the rules and regulations of the Company, as are made applicable to them from time to time.

2. DIRECTORS AND SENIOR MANAGERS SHALL AFFIRM COMPLIANCE WITH THIS CODE ON AN ANNUAL BASIS AS AT THE END OF EACH FINANCIAL YEAR (APRIL TO MARCH)

Kaarya is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company is committed to be a good corporate citizen. All Directors, officers and employees of the Company must strive to perform best at all times.

The Directors, officers and employees of the Company must not only comply with applicable laws, rules and regulations but should also strive to promote honesty in conducting business. They must abide by the policies and procedures that govern the conduct of the Company's business. The Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards.

3. DUTIES OF INDEPENDENT DIRECTOR

The independent directors shall –

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

4. CONFLICTS OF INTEREST

The Directors, officers and employees should avoid 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, they should disclose all facts and circumstances thereof to the Board of Directors or any officer nominated for this purpose by the Board and a prior written approval should be obtained.

5. PROTECTING COMPANY ASSETS

Protecting the Company's assets is a key responsibility of every employee, agent and contractor. The Company's assets have been employed only for the purpose of conducting the business for which they are authorised. Care should be taken to ensure that assets are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. The employees, agents and contractors are responsible for the proper use of Company assets and must safeguard such assets against loss, damage, misuse or theft. Employees, agents or contractors who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any Company asset may be subject to disciplinary action.

6. INTEGRITY AND HONESTY

The Directors, officers and employees shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct within the Company's premises. They shall act free from misrepresentation, suppression and deception. Their conduct shall conform to the professional standards of conduct.

7. HEALTH AND SAFETY

The safety of people at the workplace is a primary concern of the Company. Each of us must comply with all applicable health and safety policies. We maintain compliance with all local laws to help maintain secure and healthy work surroundings. Kaarya shall strive to provide a safe and healthy working environment and comply with all regulations regarding the preservation of the environment.

8. CONFIDENTIALITY

The Directors, officers and employees shall maintain the confidentiality of information or that of any customer, supplier or business associate of the Company to which the Company has a duty to maintain confidentiality, except when disclosure is authorised. The use of confidential information for personal advantage or profit is also prohibited.

9. COMPLIANCES

It is the Company's policy to comply fully with all applicable laws and regulations governing contact and dealings with government employees and public officials and to adhere to high ethical, moral and legal standards of business conduct. This policy includes strict compliance with all local, state, central and other applicable laws, rules and regulations.

10. INSIDER TRADING

Obligations under the Indian Securities Laws apply to everyone as the Company is listed on the Indian stock exchanges. In the normal course of business, officers, Directors, employees, agents, contractors and consultants of the Company may come into possession of significant and sensitive information. This information is the property of the Company - you have been entrusted with it. You should not profit from it by buying or selling securities yourself. Further, you are not to tip others to enable them to profit or for them to profit on your behalf. The purpose of this policy is both to inform you of your legal responsibilities and to make clear to you that the misuse of sensitive information is contrary to the Company policy and applicable Indian Securities Laws.

11. DISCIPLINARY ACTIONS

All officers should adhere to the code of conduct and ethics of the Company. Violations of this code of ethics will result in a disciplinary action, which may even include termination of services of the employee. The Board of Directors or any person designated by the Board for this purpose shall determine appropriate action in response to violations of this code of ethics.

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